

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

(1) FIFTH THIRD BANK, an Ohio banking corporation,)
Plaintiff,)
v.)
(1) LEES SPECIALTY COMPOUNDING,)
LLC, a Delaware limited liability company, (2))
THE APOTHECARY SHOPPE, LLC, a) Case No. 15-cv-00631-TCK-FHM
Delaware limited liability company, (3) THE) Judge: Hon. Terence C. Kern
APOTHECARY SHOPPE OF B.A., LLC, a)
Delaware limited liability company, (4))
GETMAN-APOTHECARY SHOPPE LLC, a)
Delaware limited liability company, and (5))
LEES SPECIALTY COMPOUNDING, INC.,)
Delaware corporation,)
Defendants.)

RESPONSE TO LEES PARTIES' SALE OBJECTION

Plaintiff Fifth Third Bank ("Plaintiff") hereby files this Response to the Objection [Dkt. No. 60] filed on April 5, 2016, by the Lees Parties to the Plaintiff's and the Receiver's Joint Motion for Authority to Sell Assets to Stalking Horse Bidder Subject to Higher Offers and Notice to File Objections filed on March 1, 2016 [Dkt. No. 27] (the "Sale Motion").

1. Following the filing of the Sale Motion and the Objection, the Receiver and counsel for the Lees Parties visited the stores and inspected the assets that the Lees Parties claim to own in Section III of the Objection (the "Disputed Assets"). Following such inspection, the parties agreed that the Disputed Assets would not be sold through the proposed sale and shall remain with the real estate.

2. As set forth in the Sale Motion, the Receiver and Fifth Third believe the Restrictive Covenants (as defined in the Objection) may be assigned to the purchaser without requiring the

purchaser to assume the entire underlying agreement. The Receiver and Fifth Third reserve all of their rights to address this issue at the hearing on the sale.

WHEREFORE, Fifth Third and the Receiver will respectfully request this Court at the hearing on the sale to enter an order approving the sale to the highest and best bidder, determined at the auction, the terms of which bid shall be presented to the Court at the sale hearing.

DATED this 12th day of April, 2016.

Respectfully Submitted:

/s/Mark A. Craige
Mark A. Craige, OBA No. 1992

-Of the Firm-

CROWE & DUNLEVY, P.C.
500 Kennedy Building
321 South Boston Avenue
Tulsa, OK 74103-3313
918.592.9800 Telephone Number
918.592.9801 Facsimile Number
mark.craige@crowedunlevy.com

and

Kenneth J. Ottaviano
William J. Dorsey
Katten Muchin Rosenman LLP
525 West Monroe Street, Suite 1900
Chicago, Illinois 60661
312.902.5200 Telephone Number
312.902.1061 Facsimile Number
kenneth.ottaviano@kattenlaw.com
william.dorsey@kattenlaw.com

Attorneys for Plaintiff, Fifth Third Bank

CERTIFICATE OF SERVICE

I hereby certify that on the same date this document was filed, I electronically transmitted the foregoing document to the Clerk of the Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants.

Charles Greenough, Attorney for Lees Parties charles.greenough@mcafeetaft.com

The undersigned further states that on or before the 12th day of April, 2016, he caused a true and correct copy of the above referenced pleading to be emailed to the following parties:

Steven W. Soule
SSoule@HallEstill.Com
Attorney for Defendants

Wallace Brockhoff
wbrockhoff@LATHROPGAGE.COM
Attorney for ESOP Trustee, 99% equity holder

/s/Mark A. Craigie
Mark A. Craigie